

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
:  
**MOTORS LIQUIDATION COMPANY, et al.,** : **09-50026 (REG)**  
**f/k/a General Motors Corp., et al.** :  
:  
**Debtors.** : **(Jointly Administered)**  
:  
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FIRST INTERIM APPLICATION OF THE CLARO GROUP, LLC FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD  
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

Name of Applicant: The Claro Group, LLC

Authorized to Provide Professional Services to: Motors Liquidation Company, f/k/a General Motors Corp., et al.

Date of Order Authorizing Employment: August 3, 2009 (Effective June 1, 2009)

Period for which compensation and Reimbursement are sought: June 1, 2009 through September 30, 2009

Amount of compensation sought as actual, reasonable, and necessary: \$189,563.00

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$888.05

Prior Fee Applications: None

**THE CLARO GROUP, LLC**  
**777 S. Figueroa Street, Suite 4050**  
**Los Angeles, CA 90017**  
**(213) 784-0190 (Telephone)**  
**(213) 452-6556 (Facsimile)**

*Environmental Management Consultants to the Debtor*

**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:
<b>f/k/a General Motors Corp., et al.</b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**  
**09-50026 (REG)**  
**(Jointly Administered)**

FIRST INTERIM APPLICATION OF THE CLARO GROUP, LLC AS  
ENVIRONMENTAL MANAGEMENT CONSULTANTS TO THE DEBTORS  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

The Claro Group, LLC (“Claro”) respectfully files this First Interim Application for Allowance of Compensation and Reimbursement of Expenses (the “Fee Application”) of Claro as Environmental Management Consultants to Motors Liquidation Company (f/k/a General Motors Corporation) (“GM”) and its affiliated debtors, as debtors in possession (collectively, the “Debtors”), for the period from June 1, 2009 through September 30, 2009 (the “First Interim Period”). This Fee Application is filed pursuant to §§ 328(a), 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules and Orders of this Court. In support of the Application, Claro states:

### **JURISDICTION AND VENUE**

1. On or about August 7, 2009, the Court signed an Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Procedures Order”) (Docket #3711). The Compensation Procedures Order states, *inter alia*,

“Commencing with the period ending September 30, 2009, and at four month intervals thereafter (the “**Interim Fee Period**”), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the “**Retained Professionals**”) shall file with the Court an application (an “**Interim Fee Application**”) for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period.” [Emphasis in original.]

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of the Debtors’ Chapter 11 cases and this Fee Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **BACKGROUND**

3. On June 1, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On or about July 21, 2009, the Debtors filed an application (the “Retention Application”) pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 authorizing the retention and employment of Claro as an environmental management consulting services

provider in connection with these chapter 11 cases, to assist the Debtors in determining the costs of actual and/or potential environmental liabilities arising from the Debtors' prepetition, historic operations. The Debtors sought to employ and retain Claro pursuant to the terms of the agreement between the Debtors and Claro dated and effective as of June 10, 2009 (the "Engagement Letter"). More specifically, Claro has been retained by the Debtors for its environmental management consulting expertise.

5. On or about August 3, the Court entered an Order authorizing the Debtors to retain and employ Claro *nunc pro tunc* to the Petition Date.

### **COMPENSATION REQUESTED**

6. By this Fee Application and in accordance with §§ 328, 330 and 331 of the Bankruptcy Code, Claro request allowance of fees in the amount of \$189,563.00, and ordinary and necessary expenses in the amount of \$888.05, for a total amount \$190,451.05.

7. Pursuant to the Compensation Procedures Order, all professionals retained in these cases are authorized to seek, on a monthly basis, compensation for professional services rendered and reimbursement of expenses incurred. In the absence of any objection to the monthly statement of fees and expenses incurred (the "Monthly Statements"), the Debtors can pay 80% of the professional fees requested and 100% of the expenses incurred. A tabulation of fees and expenses incurred, as well as payments received by Claro, for Monthly Statements to date is as follows:

Period Covered	Fees	Expenses	80% of Fees	80% of Fees Plus Expenses	Invoice Amount	Payments Received
06/01/09 - 06/30/09	\$162,444.50	\$556.59	\$129,955.60	\$130,512.19	\$163,001.09	\$130,251.59
07/01/09 - 07/31/09	\$14,392.50	\$137.72	\$11,514.00	\$11,651.72	\$14,530.22	\$11,651.20
08/01/09 - 08/31/09	\$1,790.00	\$97.32	\$1,432.00	\$1,529.32	\$1,887.32	\$1,529.32
9/1/2009 - 09/30/09	\$10,936.00	\$96.42	\$8,748.80	\$8,845.22	\$11,032.42	\$0.00
Total	\$189,563.00	\$888.05	\$151,650.40	\$152,538.45	\$190,451.05	\$143,432.11

8. During the First Interim Period, Claro has sought \$189,563 in professional fees and \$888.05 for expenses, of which \$142,640.48 in fees and \$791.63 in expenses, respectively, has been paid to date by the Debtors in accordance with the Compensation Procedures Order. As of the date of this Fee Application, Claro is owed \$46,922.52 for professional fees and \$96.42 for expenses incurred, which amounts have not yet been paid by the Debtors.

9. Claro has received no payment and no promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application.

10. There is no agreement or understanding between Claro and any other person for the sharing of compensation to be received for services rendered in this case.

11. Claro submits that this Fee Application complies with sections 330 and 503(b)(1)(A) of Chapter 11 of Title 11 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, the Amended Guidelines for Fees and Expenses for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines" collectively with the Local Guidelines, the "Guidelines").

#### **SUMMARY OF SERVICES PROVIDED**

12. Attached as **Exhibit A** is a list of the Claro professionals who worked on the case during the First Interim Period, along with the titles, and a summary of hours charged for the professionals whose services are being billed in connection with this case. Attached as **Exhibit B** is a summary of hours incurred for each category of work performed by Claro. Attached as **Exhibit C** is a summary of actual out-of-pocket expenses incurred during the First Interim

Period for each category of expenses. Attached as **Exhibit D** are the detailed time entries during the First Interim Period, for each category of work performed by Claro. Attached as **Exhibit E** is the certification of Douglas H. Deems with respect to the Fee Application pursuant to the Local Guidelines.

13. In accordance with the Retention Application and the Engagement Letter, the following is a detailed description of the major tasks performed during the First Interim Period. These tasks, and the related hours incurred, are separated into the following matters:

**Site-level Cost Estimate Analysis (Task 1-331.45 hours)**

14. During the First Interim Period, Claro provided assistance to the Debtors in estimating potential remediation costs associated with the Debtors' historic contaminated properties for the purposes of determining the amount of debtor-in-possession financing required to achieve Regulatory Closure and any Long Term Obligations for each of the 29 sites selected by Debtors for detailed review.

15. Claro also reviewed site summary project descriptions and site specific environmental information provided by Debtors. Claro assisted in the assessment of the reasonableness of existing remediation scopes of work and cost estimates currently anticipated by Debtors, and any additional work or costs that may be necessary to achieve Regulatory Closure and completion of Long Term Obligations based on the potential for undiscovered contamination or other factors potentially affecting future site costs. Claro participated in detailed discussions with Debtors' environmental project managers and environmental engineering consultants to review the reasonable ranges of potential future remedial actions and associated cost estimates for each site.

16. Claro participated in discussions with Debtors' environmental project managers and its environmental engineering consultants for the purpose of reviewing alternative remedy selections and the potential probabilities associated with each remedy. Claro also assisted in the preparation of detailed site write-ups and cost estimate spreadsheets for each of the 29 selected sites. Claro performed a discounted cash flow analysis for the projected future remedial cost estimates under a range of inflation and discount rate assumptions.

**Portfolio-level Cost Analysis (Task 2-167.60 hours)**

17. During the First Interim Period, Claro provided assistance to the Debtors in performing an analysis of the portfolio of former GM remediation sites. Specifically, Claro assisted in the development of a spreadsheet analysis to aggregate and report all site-specific cost estimates, alternative remedial actions and probabilities associated with the various alternative remedial scenarios.

18. Claro segregated the costs into various categories, including, remedial costs, real estate costs, site carrying costs, asset retirement costs, and clean demolition costs for each of the 29 sites. On a site by site and portfolio level basis, Claro assisted in calculating an expected value based on the high, baseline and low scenario probabilities for each cost category. Claro performed further portfolio analysis to address and account for the 34 sites not included in the detailed review (i.e., the 29 sites).

19. Claro calculated the variance between the Debtors' site-specific reserves for the 29 sites and the base cost estimate developed by Debtors' environmental managers and the other environmental engineering professionals in this First Interim Period. Claro then performed a discounted cash flow analysis for the projected future remedial cost estimates under various inflation and discount rate assumptions to assess the impact on the entire portfolio of sites.

**Steering Committee Management (Task 3-94.1 hours)**

20. During the First Interim Period, Claro provided assistance to the Debtors in providing strategic advice and direction to accomplish the 29 detailed site reviews. Claro assisted in developing a template for the purpose of describing and accounting for the closure costs associated with the Debtors' various contaminated properties. Claro participated in numerous Steering Committee sessions to review the final cost estimates, site write-ups, alternative remedy selections and probabilities associated with the alternative cost estimates.

**Fee Application and Other Job Administration (Task 4-1.5 hours)**

21. During the First Interim Period, in connection with Claro's retention by the Debtors, Claro reviewed draft versions of the Application to retain Claro and supporting declarations, making changes to the declaration where appropriate. In addition, Claro reviewed the Interim Compensation guidelines as well as other US Trustee materials.

22. The work performed by Claro was not duplicative of any other retained professional. The work of Claro in this bankruptcy estate is continuing and not complete.

23. Claro submits that the foregoing services were necessary to the administration of this Chapter 11 case, were necessary and beneficial to the Debtors' estates at the time such services were rendered, and were performed without unnecessary duplication of effort or expense. Claro's request for compensation of the foregoing services is reflective of a reasonable and appropriate amount of time expended in performing such services commensurate with the complexity, importance and nature of the problem, issue and task involved.



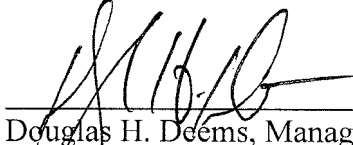
**NOTICE**

24. Notice of this Fee Application will be provided by counsel for the Debtors pursuant to the Compensation Procedures Order

WHEREFORE, Claro respectfully request that this Court enter an order: (i) allowing Claro's request for compensation in the sum of \$189,563.00 for actual, reasonable and necessary professional services rendered as environmental consultants to the Debtors during the Compensation Period; (ii) directing the Debtors to pay to Claro the full amount of such compensation to the extent not already paid; and (iii) directing the Debtors to reimburse Claro in the amount of \$888.05 for actual, reasonable and necessary expenses incurred during the Compensation Period, to the extent not already reimbursed.

Dated: Los Angeles, California  
November 19, 2009

THE CLARO GROUP, LLC

  
\_\_\_\_\_  
Douglas H. Deems, Managing Director  
777 S. Figueroa Street, Suite 4050  
Los Angeles, CA 90017

*Environmental and Management  
Consultants to the Debtors*

MOTOR LIQUIDATION COMPANY, *et al.*  
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL  
TIME CHARGES AND FEES  
FOR THE PERIOD  
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

**EXHIBIT A**

Claro's professional services listed below rendered during the 1<sup>st</sup> Interim period of  
6/1/09 – 9/30/09 which consists of hours worked, rates and the calculated fees.

NAME	TITLE	HOURS	RATE	AMOUNT
Carl, Brian	Principal	57.55	\$ 340.00	\$ 19,567.00
Chambers, Marjorie	Admin	7	\$ 110.00	\$ 770.00
Deems, Douglas	Managing Director	1.5	\$ 500.00	\$ 750.00
Forrester, Andrew	Analyst	104	\$ 165.00	\$ 17,160.00
Gennity, Kelley	Analyst	2	\$ 165.00	\$ 330.00
Hansen, George	Managing Director	74.9	\$ 500.00	\$ 37,450.00
Harris, Mark	Exp. Manager	74.5	\$ 255.00	\$ 18,997.50
Killian, Karl	Managing Director	59.4	\$ 450.00	\$ 26,730.00
Marlowe, Rudd	Director	4	\$ 390.00	\$ 1,560.00
Menees, Rob	Director	85.3	\$ 295.00	\$ 25,163.50
Twellman, Brian	Principal	124.5	\$ 330.00	\$ 41,085.00
TOTALS		594.65		\$ 189,563.00

Total Fees: \$ 189,563.00

Total Expenses: \$ 888.05

Total Fees & Expenses \$ 190,451.05

MOTOR LIQUIDATION COMPANY, *et al.*  
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL  
TIME CHARGES AND FEES  
FOR THE PERIOD  
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

**EXHIBIT B**

Claro's summary of hours incurred by category / task code

<b>TASK CODE</b>	<b>HOURS</b>	<b>AMOUNT</b>
<i>Fee Application and Other Job Administration Total</i>	1.5 \$	750.00
<i>Portfolio-level Cost Analysis Total</i>	167.6 \$	42,544.50
<i>Site-level Cost Estimate Analysis Total</i>	331.45 \$	102,703.50
<i>Steering Committee Management Total</i>	94.1 \$	43,565.00
<i>Grand Total</i>	594.65 \$	189,563.00

MOTOR LIQUIDATION COMPANY, *et al.*  
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL  
TIME CHARGES AND FEES  
FOR THE PERIOD  
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

**EXHIBIT C**

Claro's summary of expenses incurred

Expenses		
6/1/2009	Travel - Taxi/Car Service	\$ 106.00
6/1/2009	Outside Photocopy Services	\$ 450.59
07/01/2009	July Soundpath Conferencing Invoice	\$ 127.72
07/21/2009	Notary charge for Deems Affidavit	\$ 10.00
08/13/2009	Express Messenger Services	\$ 97.32
09/10/2009	Express Messenger Services	\$ 96.42
	Total Expenses	\$ 888.05

MOTOR LIQUIDATION COMPANY, *et al.*  
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL  
TIME CHARGES AND FEES  
FOR THE PERIOD  
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

**EXHIBIT D**

Claro's detailed time entries for each category worked  
(continued on next page)

TASK CODE	DATE	NAME	NARRATIVE	HOURS	RATE	AMOUNT
<b>Fee Application and Other Job Administration</b>						
	07/21/2009	Deems	Final Review of Application to retain Claro Group;	1	\$ 500.00	\$ 500.00
	08/10/2009	Deems	review Interim Compensation guidelines and US	0.5	\$ 500.00	\$ 250.00
<b>Fee Application and Other Job Administration Total</b>				1.5	\$	\$ 750.00

**Portfolio-level Cost Analysis**

07/06/2009	Forrester	Input new site costs into results model.	6.5	\$ 165.00	\$ 1,072.50
07/07/2009	Forrester	Made comments about site cost values that	2.5	\$ 165.00	\$ 412.50
6/15/2009	Forrester	Work on master site list	4.00	\$ 165.00	\$ 660.00
6/17/2009	Forrester	Work on site summaries and site name reconciliation.	4.00	\$ 165.00	\$ 660.00
6/17/2009	Forrester	Aggregate reserve account/spending data.	4.00	\$ 165.00	\$ 660.00
6/18/2009	Forrester	Aggregate past cost data for each site on an annual basis from 2007-2009 YTD.	8.00	\$ 165.00	\$ 1,320.00
6/19/2009	Forrester	Work on reserve/past cost data.	2.00	\$ 165.00	\$ 330.00
6/19/2009	Forrester	Begin creation of summary model.	6.00	\$ 165.00	\$ 990.00
6/20/2009	Forrester	Work on reserve/past cost data	2.00	\$ 165.00	\$ 330.00
6/20/2009	Forrester	Work on summary model	1.00	\$ 165.00	\$ 165.00
6/20/2009	Forrester	Enter results from 4 test sites into model.	1.00	\$ 165.00	\$ 165.00
6/21/2009	Forrester	Work on reserve/past cost data.	1.00	\$ 165.00	\$ 165.00
6/21/2009	Forrester	Work on summary model.	2.00	\$ 165.00	\$ 330.00
6/21/2009	Forrester	Enter results from 4 test sites into model.	1.00	\$ 165.00	\$ 165.00
6/22/2009	Forrester	Edit/Modify Results Model.	5.00	\$ 165.00	\$ 825.00
6/22/2009	Forrester	Run preliminary site costs.	9.00	\$ 165.00	\$ 1,485.00
6/23/2009	Forrester	Edit/Modify Results Model.	6.50	\$ 165.00	\$ 1,072.50
6/23/2009	Forrester	Run preliminary site costs.	3.00	\$ 165.00	\$ 495.00
6/24/2009	Forrester	Edit/Modify Results Model.	5.00	\$ 165.00	\$ 825.00
6/24/2009	Forrester	Run final site costs and QC results.	7.30	\$ 165.00	\$ 1,204.50
6/26/2009	Forrester	Run Phase II numbers through the model and harvest results.	2.50	\$ 165.00	\$ 412.50
09/22/2009	Forrester	Put together site list for internal purposes.	1.5	\$ 165.00	\$ 247.50
6/18/2009	Hansen	Review discount rate assumptions and communication	1.00	\$ 500.00	\$ 500.00
6/19/2009	Hansen	Review progress and comment on summary probabilistic NPV/Cash flow model with A. Forre	2.00	\$ 500.00	\$ 1,000.00
6/29/2009	Hansen	Review status of tasks with Killian, Twellman	0.50	\$ 500.00	\$ 250.00
6/30/2009	Hansen	Review tasks/deliverable changes with Killian/Twellman	0.50	\$ 500.00	\$ 250.00
08/19/2009	Hansen	phone call w/ Alex Rothchild re: documentation of	0.1	\$ 500.00	\$ 50.00
08/19/2009	Hansen	email on same to B. Twellman, K. Killian and A.	0.1	\$ 500.00	\$ 50.00
6/15/2009	Harris	Work on master site list	0.50	\$ 255.00	\$ 127.50
6/19/2009	Killian	Reserves issue reconciliation	1.00	\$ 450.00	\$ 450.00
6/30/2009	Killian	Follow-up on deliverables and site results	0.50	\$ 450.00	\$ 225.00
09/03/2009	Killian	Responding to Alex R Rothchild re: EV calculations	0.8	\$ 450.00	\$ 360.00
09/04/2009	Killian	Responding to Alex R Rothchild re: EV calculations	1.2	\$ 450.00	\$ 540.00
09/08/2009	Killian	Responding to Alex R Rothchild re: EV calculations	0.6	\$ 450.00	\$ 270.00
09/10/2009	Killian	Correspondence with A. Rothchild re: estimation	0.5	\$ 450.00	\$ 225.00
07/01/2009	Twellman	Aggregating sites analytics	6	\$ 330.00	\$ 1,980.00
07/02/2009	Twellman	Aggregating sites analytics	6	\$ 330.00	\$ 1,980.00
07/06/2009	Twellman	summary files for last weeks site review.	3.5	\$ 330.00	\$ 1,155.00
07/07/2009	Twellman	call w Alex R. RE: npv schedules. summary	2.5	\$ 330.00	\$ 825.00
6/23/2009	Twellman	Aggregate all sites summary	10.00	\$ 330.00	\$ 3,300.00
6/24/2009	Twellman	Aggregate all sites summary	16.00	\$ 330.00	\$ 5,280.00
6/25/2009	Twellman	Aggregating sites analytics	5.00	\$ 330.00	\$ 1,650.00
6/26/2009	Twellman	Aggregating sites analytics	10.00	\$ 330.00	\$ 3,300.00
6/27/2009	Twellman	Aggregating sites analytics	2.50	\$ 330.00	\$ 825.00
6/28/2009	Twellman	Updating site summary	0.50	\$ 330.00	\$ 165.00
6/29/2009	Twellman	Sites analysis	6.00	\$ 330.00	\$ 1,980.00
6/30/2009	Twellman	Sites analysis	4.00	\$ 330.00	\$ 1,320.00
08/18/2009	Twellman	Call w Alex R. RE: supporting schedules. Review	1.5	\$ 330.00	\$ 495.00
Portfolio-level Cost Analysis Total			167.6	\$	\$ 42,544.50

**Site-level Cost Estimate Analysis**

07/01/2009	Carl	prep for and call with team b re site review	1.5	\$ 340.00	\$ 510.00
6/15/2009	Carl	Teleconference with Claro team re project kick-off.	1.00	\$ 340.00	\$ 340.00
6/16/2009	Carl	Kick off conf. calls	1.00	\$ 340.00	\$ 340.00
6/16/2009	Carl	Review data room and template docs	1.00	\$ 340.00	\$ 340.00
6/16/2009	Carl	Review site chapters	2.00	\$ 340.00	\$ 680.00
6/16/2009	Carl	Begin Moraine site summary.	2.00	\$ 340.00	\$ 680.00
6/17/2009	Carl	Group c site write ups.	2.00	\$ 340.00	\$ 680.00
6/17/2009	Carl	Conf call with team b and c	2.00	\$ 340.00	\$ 680.00
6/17/2009	Carl	Phone discussions with brian twellman, karl and george.	1.00	\$ 340.00	\$ 340.00
6/17/2009	Carl	Review data room	2.50	\$ 340.00	\$ 850.00
6/18/2009	Carl	Team c site chapters. review docs from data room	4.00	\$ 340.00	\$ 1,360.00
6/18/2009	Carl	Prep for and call with Group B and Group C project managers.	5.00	\$ 340.00	\$ 1,700.00
6/19/2009	Carl	Call with Ray Kapp re Tarrytown	1.00	\$ 340.00	\$ 340.00
6/19/2009	Carl	Claro status call	0.50	\$ 340.00	\$ 170.00
6/19/2009	Carl	Team c status call re tarrytown.	1.00	\$ 340.00	\$ 340.00
6/19/2009	Carl	Team b status call re indy stamp	0.50	\$ 340.00	\$ 170.00
6/19/2009	Carl	Site profiles	1.00	\$ 340.00	\$ 340.00
6/19/2009	Carl	Indy metal fab and tarrytown	6.50	\$ 340.00	\$ 2,210.00
6/21/2009	Carl	Site group c narratives	5.30	\$ 340.00	\$ 1,802.00
6/22/2009	Carl	Team B and C: Review cost estimates	1.00	\$ 340.00	\$ 340.00
6/22/2009	Carl	Finalize first draft site narratives	2.00	\$ 340.00	\$ 680.00

6/22/2009	Carl	QC B narratives	1.00	\$	340.00	\$	340.00
6/22/2009	Carl	Team B and C: Review edits to narrative from George	1.00	\$	340.00	\$	340.00
6/22/2009	Carl	Conf calls re narratives	1.00	\$	340.00	\$	340.00
6/22/2009	Carl	Update site narratives	1.00	\$	340.00	\$	340.00
6/22/2009	Carl	Discussions with team B and C on ARO, NRD, RE.	0.50	\$	340.00	\$	170.00
6/22/2009	Carl	Contact Portal Administrator re folder access	0.50	\$	340.00	\$	170.00
6/23/2009	Carl	Team B and Team C site review.	4.00	\$	340.00	\$	1,360.00
6/24/2009	Carl	Team B and C final drafts.	2.00	\$	340.00	\$	680.00
6/24/2009	Carl	Upload sites and QC.	1.50	\$	340.00	\$	510.00
6/24/2009	Carl	Change AROs/Demo costs	1.00	\$	340.00	\$	340.00
09/23/2009	Carl	Call with Karl, Brian T, Andrew F. Review	0.25	\$	340.00	\$	85.00
6/11/2009	Chambers	GM site write up binders	5.00	\$	110.00	\$	550.00
6/12/2009	Chambers	Collaborated site summary binder	2.00	\$	110.00	\$	220.00
6/12/2009	Forrester	Organize new GM folder on network with relevant site write-ups.	1.80	\$	165.00	\$	297.00
6/12/2009	Forrester	Create a site write-up template.	1.80	\$	165.00	\$	297.00
6/12/2009	Forrester	Research findings in recent ASARCO Bankruptcy settlement ruling.	1.80	\$	165.00	\$	297.00
6/12/2009	Forrester	Spend time reading environmental site summaries.	1.80	\$	165.00	\$	297.00
6/15/2009	Forrester	Meet with Claro team members	2.00	\$	165.00	\$	330.00
6/15/2009	Forrester	Research site summaries	2.00	\$	165.00	\$	330.00
6/16/2009	Forrester	Work on site summaries based on work performed in 2004.	7.00	\$	165.00	\$	1,155.00
6/16/2009	Gennity	Site summaries	2.00	\$	165.00	\$	330.00
6/12/2009	Hansen	Review existing site write-ups and near-term tasks with Andrew Forrester	1.50	\$	500.00	\$	750.00
6/13/2009	Hansen	Review site summary binder	3.50	\$	500.00	\$	1,750.00
6/15/2009	Hansen	Organization of Claro and project team	5.50	\$	500.00	\$	2,750.00
6/17/2009	Hansen	Attend group A kick-off call (intermittent)	1.00	\$	500.00	\$	500.00
6/17/2009	Hansen	Review documents on IntraLink re: Identification of past costs, annual expenditure history, re:	2.00	\$	500.00	\$	1,000.00
6/18/2009	Hansen	Consultations with team members	1.30	\$	500.00	\$	650.00
6/19/2009	Hansen	Claro team meeting	0.50	\$	500.00	\$	250.00
6/19/2009	Hansen	Review past cost workproduct with Andrew Forrester	0.50	\$	500.00	\$	250.00
6/30/2009	Hansen	Group D review call	0.80	\$	500.00	\$	400.00
09/24/2009	Hansen	Review document / Call on environmental	1	\$	500.00	\$	500.00
6/16/2009	Harris	Kickoff call	1.00	\$	255.00	\$	255.00
6/16/2009	Harris	Group B sites data mining	5.00	\$	255.00	\$	1,275.00
07/01/2009	Harris	QC call with Team B and QC team to discuss the	1.5	\$	255.00	\$	382.50
6/17/2009	Harris	Call with Team B - Arcadis and Brownfield professionals to determine roles	2.00	\$	255.00	\$	510.00
6/17/2009	Harris	Team B sites data mining and site profile creations.	7.50	\$	255.00	\$	1,912.50
6/18/2009	Harris	Calls with Team B (Arcadis, Brownfield, and GM) for site information	3.00	\$	255.00	\$	765.00
6/18/2009	Harris	Intralink search for site information to complete project summary forms.	6.00	\$	255.00	\$	1,530.00
6/19/2009	Harris	Team B call to discuss Indy Metal Fab site issues	0.50	\$	255.00	\$	127.50
6/19/2009	Harris	Updates/edits/correspondence for first draft submission.	7.50	\$	255.00	\$	1,912.50
6/20/2009	Harris	Team B - Site narratives	2.00	\$	255.00	\$	510.00
6/20/2009	Harris	Compilation of excel and narrative edits for Danville, Wilmington, Livonia Groundwater, GMP	5.00	\$	255.00	\$	1,275.00
6/21/2009	Harris	Team B site narratives	2.00	\$	255.00	\$	510.00
6/21/2009	Harris	Compilation of narrative edits and remediation spreadsheets - Delphi Trenton, Hyatt Clark, Al	3.00	\$	255.00	\$	765.00
6/22/2009	Harris	Team B call to discuss progress and next course of action on 8 sites.	2.00	\$	255.00	\$	510.00
6/22/2009	Harris	Updates to both site narratives and remediation cost spreadsheets for Indy Metal Fab, Hyatt	10.00	\$	255.00	\$	2,550.00
6/23/2009	Harris	Team B call with QC Committee to discuss progress and next course of action on 8 sites.	4.00	\$	255.00	\$	1,020.00
6/23/2009	Harris	Updates, and edits to both site narratives and remediation cost spreadsheets for all 8 sites.	6.00	\$	255.00	\$	1,530.00
6/24/2009	Harris	Updates, and edits to both site narratives and remediation cost spreadsheets for all 8 sites fo	6.00	\$	255.00	\$	1,530.00
07/03/2009	Killian	Responding to data request regarding real estate	1	\$	450.00	\$	450.00
07/06/2009	Killian	Responding to data request regarding real estate	1.3	\$	450.00	\$	585.00
07/07/2009	Killian	Responding to data request regarding real estate	1	\$	450.00	\$	450.00
07/08/2009	Killian	Responding to data request regarding real estate	0.7	\$	450.00	\$	315.00
6/12/2009	Killian	Sites review and job set-up	3.30	\$	450.00	\$	1,485.00
6/15/2009	Killian	Team set-up	1.00	\$	450.00	\$	450.00
6/15/2009	Killian	Sites review	3.00	\$	450.00	\$	1,350.00
6/16/2009	Killian	Site review calls	1.50	\$	450.00	\$	675.00
6/16/2009	Killian	Preliminary analysis	3.00	\$	450.00	\$	1,350.00
6/18/2009	Killian	File review	2.00	\$	450.00	\$	900.00
6/18/2009	Killian	Site review execution	4.00	\$	450.00	\$	1,800.00
6/19/2009	Killian	Site analysis	2.00	\$	450.00	\$	900.00
09/01/2009	Killian	Discuss Group D sites report with R. Menees	0.6	\$	450.00	\$	270.00
09/24/2009	Killian	Review document and conf. call on environmental	1.4	\$	450.00	\$	630.00
6/15/2009	Menees	Organization of project team	2.00	\$	295.00	\$	590.00
6/15/2009	Menees	Document review	2.00	\$	295.00	\$	590.00
6/15/2009	Menees	Cost analysis	2.00	\$	295.00	\$	590.00
6/16/2009	Menees	Document review	4.00	\$	295.00	\$	1,180.00
6/16/2009	Menees	Cost analysis	2.00	\$	295.00	\$	590.00
6/17/2009	Menees	Document review	3.00	\$	295.00	\$	885.00
6/17/2009	Menees	Cost analysis	3.00	\$	295.00	\$	885.00
6/18/2009	Menees	Team calls	2.00	\$	295.00	\$	590.00
6/18/2009	Menees	Document review	4.00	\$	295.00	\$	1,180.00
6/18/2009	Menees	Cost analysis	4.00	\$	295.00	\$	1,180.00
6/19/2009	Menees	Team calls	2.00	\$	295.00	\$	590.00
6/19/2009	Menees	Document review	4.00	\$	295.00	\$	1,180.00
6/19/2009	Menees	Cost analysis	4.00	\$	295.00	\$	1,180.00
6/20/2009	Menees	Cost analysis	5.00	\$	295.00	\$	1,475.00
6/20/2009	Menees	Document review	5.00	\$	295.00	\$	1,475.00
6/21/2009	Menees	Cost analysis	2.00	\$	295.00	\$	590.00

6/21/2009	Menees	Document review	2.00	\$	295.00	\$	590.00
6/22/2009	Menees	Document review	4.00	\$	295.00	\$	1,180.00
6/22/2009	Menees	Team calls	3.00	\$	295.00	\$	885.00
6/22/2009	Menees	Cost analysis	3.00	\$	295.00	\$	885.00
6/23/2009	Menees	Team calls	3.00	\$	295.00	\$	885.00
6/23/2009	Menees	Document review	3.00	\$	295.00	\$	885.00
6/23/2009	Menees	Cost analysis	3.00	\$	295.00	\$	885.00
6/24/2009	Menees	Cost analysis	2.00	\$	295.00	\$	590.00
6/24/2009	Menees	Document review	1.00	\$	295.00	\$	295.00
6/24/2009	Menees	Team conference calls	2.00	\$	295.00	\$	590.00
6/25/2009	Menees	Update conf. call	0.50	\$	295.00	\$	147.50
6/25/2009	Menees	Document review	0.50	\$	295.00	\$	147.50
6/29/2009	Menees	Group conf. call	0.50	\$	295.00	\$	147.50
6/30/2009	Menees	Group conf. call	1.00	\$	295.00	\$	295.00
6/30/2009	Menees	Document review	1.00	\$	295.00	\$	295.00
6/30/2009	Menees	Document review	0.50	\$	295.00	\$	147.50
09/01/2009	Menees	Call from Arcadis staff re: SMI site	1.5	\$	295.00	\$	442.50
09/23/2009	Menees	Call from Arcadis staff re: SMI site	0.8	\$	295.00	\$	236.00
09/23/2009	Menees	Discussion with K. Killian re GM sites	0.3	\$	295.00	\$	88.50
09/25/2009	Menees	Call from Arcadis staff re: SMI site	0.4	\$	295.00	\$	118.00
09/30/2009	Menees	Review SMI site issue w/ Arcadis staff	0.3	\$	295.00	\$	88.50
6/17/2009	Twellman	Conf call w Group A.	2.00	\$	330.00	\$	660.00
6/17/2009	Twellman	Document review IntraLinks	3.50	\$	330.00	\$	1,155.00
6/17/2009	Twellman	Site history writeups.	3.50	\$	330.00	\$	1,155.00
6/19/2009	Twellman	Correspondence w Group A.	1.00	\$	330.00	\$	330.00
6/19/2009	Twellman	Document review and site historical writeups.	6.00	\$	330.00	\$	1,980.00
6/19/2009	Twellman	Review test site schedules.	5.00	\$	330.00	\$	1,650.00
6/20/2009	Twellman	Correspondence w Group A.	1.00	\$	330.00	\$	330.00
6/20/2009	Twellman	Review site cost schedules.	2.50	\$	330.00	\$	825.00
6/21/2009	Twellman	Group A site reviews	3.00	\$	330.00	\$	990.00
6/22/2009	Twellman	Group A site reviews	6.50	\$	330.00	\$	2,145.00
6/22/2009	Twellman	Aggregate all sites summary	5.00	\$	330.00	\$	1,650.00
6/23/2009	Twellman	Group A site reviews	4.00	\$	330.00	\$	1,320.00
09/24/2009	Twellman	review Massena documents	1.5	\$	330.00	\$	495.00
09/25/2009	Twellman	review GM Massena documents.	1.5	\$	330.00	\$	495.00
<b>Site-level Cost Estimate Analysis Total</b>			331.45			\$	102,703.50
<b>Steering Committee Management</b>							
6/16/2009	Forrester	Kickoff meeting with entire GM team.	1.00	\$	165.00	\$	165.00
07/01/2009	Hansen	Oversite group call	1	\$	500.00	\$	500.00
07/02/2009	Hansen	GAAP contrast phone call	1	\$	500.00	\$	500.00
07/08/2009	Hansen	Conf. call on GAAP/Alix analysis differences	1.5	\$	500.00	\$	750.00
6/12/2009	Hansen	Develop template for analysis	1.50	\$	500.00	\$	750.00
6/15/2009	Hansen	Prepare and participate in kick-off call with Alix, Weil, LFR, et al	2.00	\$	500.00	\$	1,000.00
6/16/2009	Hansen	Prepare and participate in call to discuss templates and timing/approach	1.50	\$	500.00	\$	750.00
6/16/2009	Hansen	Review templates and comment	1.50	\$	500.00	\$	750.00
6/16/2009	Hansen	Prepare and participate in GM Project Team Kickoff Call	2.00	\$	500.00	\$	1,000.00
6/16/2009	Hansen	Organization call with Claro team members	0.80	\$	500.00	\$	400.00
6/16/2009	Hansen	Oversight team call	1.00	\$	500.00	\$	500.00
6/17/2009	Hansen	Call with D. Berz, L. McBumey, KKK re: site population	0.80	\$	500.00	\$	400.00
6/17/2009	Hansen	Develop summary workproduct template and discuss with A. Forrester	0.50	\$	500.00	\$	250.00
6/17/2009	Hansen	Communication with oversight team re: specific questions re: inflation, contingencies, etc.	0.50	\$	500.00	\$	250.00
6/17/2009	Hansen	Oversight team call	1.00	\$	500.00	\$	500.00
6/18/2009	Hansen	Oversight team call	1.00	\$	500.00	\$	500.00
6/18/2009	Hansen	Review of template changes (contingency/agency oversight)	1.50	\$	500.00	\$	750.00
6/18/2009	Hansen	Monitor team C call	1.50	\$	500.00	\$	750.00
6/19/2009	Hansen	Memo contrasting reserves vs. BK analysis	2.50	\$	500.00	\$	1,250.00
6/19/2009	Hansen	Oversight team call	1.00	\$	500.00	\$	500.00
6/20/2009	Hansen	Review of 4 test sites and communicate to Killian/Claro team	2.50	\$	500.00	\$	1,250.00
6/22/2009	Hansen	Revise reserve memo	0.80	\$	500.00	\$	400.00
6/22/2009	Hansen	QC call with Oversight team re: use of probabilities	1.00	\$	500.00	\$	500.00
6/22/2009	Hansen	Call with Killian/Twellman/Forrester re: statistical modeling and summary	0.50	\$	500.00	\$	250.00
6/23/2009	Hansen	Review site write-ups preparing for review calls	3.50	\$	500.00	\$	1,750.00
6/23/2009	Hansen	Group A call	2.00	\$	500.00	\$	1,000.00
6/23/2009	Hansen	Group B call	2.00	\$	500.00	\$	1,000.00
6/23/2009	Hansen	Group C call	2.00	\$	500.00	\$	1,000.00
6/23/2009	Hansen	Group D call	2.00	\$	500.00	\$	1,000.00
6/23/2009	Hansen	Oversight calls	1.50	\$	500.00	\$	750.00
6/23/2009	Hansen	Review, communicate summary findings	1.50	\$	500.00	\$	750.00
6/24/2009	Hansen	Oversight calls	0.80	\$	500.00	\$	400.00
6/26/2009	Hansen	Oversight call and follow up	1.00	\$	500.00	\$	500.00
6/26/2009	Hansen	Review/comment Phase II workproduct	1.50	\$	500.00	\$	750.00
6/27/2009	Hansen	Group phone calls	0.50	\$	500.00	\$	250.00
6/27/2009	Hansen	Review of use and format of spreadsheet summarizing revised base case numbers	1.00	\$	500.00	\$	500.00
6/28/2009	Hansen	Phone call with Redwine, Berz, Lorincz, Killian re: potential changes in sites, demolition cost	0.80	\$	500.00	\$	400.00
6/29/2009	Hansen	Communicate re: Claro Group to Berz	0.30	\$	500.00	\$	150.00
6/29/2009	Hansen	Prepare (review open tasks) and participate in Oversight team phone call	1.50	\$	500.00	\$	750.00
09/23/2009	Hansen	Conference call on Probabilistic analysis and	1.3	\$	500.00	\$	650.00
09/24/2009	Hansen	Prepare briefing on decision tree process	1	\$	500.00	\$	500.00



07/01/2009	Killian	Responding to counsel's request for explanation of	2.2	\$	450.00	\$	990.00
07/02/2009	Killian	Discussion with counsel	0.5	\$	450.00	\$	225.00
07/09/2009	Killian	Fielding admin tasks per counsel re regarding	0.5	\$	450.00	\$	225.00
07/13/2009	Killian	Fielding admin tasks per counsel re regarding	0.5	\$	450.00	\$	225.00
07/15/2009	Killian	Fielding admin tasks per counsel re regarding	0.5	\$	450.00	\$	225.00
07/21/2009	Killian	Fielding admin tasks per counsel re regarding	0.3	\$	450.00	\$	135.00
6/10/2009	Killian	Communicate with counsel, file review	1.50	\$	450.00	\$	675.00
6/11/2009	Killian	Communicate with counsel, file review	2.50	\$	450.00	\$	1,125.00
6/15/2009	Killian	Communicate with counsel	1.50	\$	450.00	\$	675.00
6/17/2009	Killian	Discussions with counsel	1.50	\$	450.00	\$	675.00
6/17/2009	Killian	Site team management preliminary analysis	2.00	\$	450.00	\$	900.00
6/18/2009	Killian	Communicate with counsel	0.30	\$	450.00	\$	135.00
6/18/2009	Killian	Team planning	1.00	\$	450.00	\$	450.00
6/19/2009	Killian	Communication with counsel	1.00	\$	450.00	\$	450.00
6/27/2009	Killian	Site results review	3.00	\$	450.00	\$	1,350.00
6/27/2009	Killian	Communicate with counsel and teams reporting results	1.00	\$	450.00	\$	450.00
6/28/2009	Killian	Communication with counsel	0.50	\$	450.00	\$	225.00
6/28/2009	Killian	Updating site analysis and results	1.00	\$	450.00	\$	450.00
6/29/2009	Killian	Team project management	2.00	\$	450.00	\$	900.00
6/29/2009	Killian	Review follow-up tasks	0.30	\$	450.00	\$	135.00
08/10/2009	Killian	Respond to counsel request for guidelines information	0.5	\$	450.00	\$	225.00
08/13/2009	Killian	Respond to counsel request for guidelines information	0.5	\$	450.00	\$	225.00
08/18/2009	Killian	Call w/ Alex R. re: supporting schedules	0.4	\$	450.00	\$	180.00
08/24/2009	Killian	Organize files and document retention	0.7	\$	450.00	\$	315.00
09/17/2009	Killian	Scoping work for decision tree analysis with A.	0.8	\$	450.00	\$	360.00
09/18/2009	Killian	Decision tree discussion with R. Menees	0.7	\$	450.00	\$	315.00
09/22/2009	Killian	Review site summary and prepare for probabilistic	0.7	\$	450.00	\$	315.00
09/23/2009	Killian	Conference call on probabilistic analysis	0.8	\$	450.00	\$	360.00
09/25/2009	Killian	conference call w/ Jim Redwine	0.3	\$	450.00	\$	135.00
09/24/2009	Marlowe	Call w/ K. Killian to discuss and revise AON	1	\$	390.00	\$	390.00
09/25/2009	Marlowe	conf. call w/ Jim Redwine	1	\$	390.00	\$	390.00
09/29/2009	Marlowe	conf. calls to risk managers	2	\$	390.00	\$	780.00
6/16/2009	Menees	Organization and oversight team calls	2.00	\$	295.00	\$	590.00
09/22/2009	Tweliman	create site list summary and probabilistic modeling	2	\$	330.00	\$	660.00
09/23/2009	Tweliman	conf call w LFR and team to discuss probabilistic	2.5	\$	330.00	\$	825.00
09/30/2009	Tweliman	prep for call / review GM top 10 sites and key	0.5	\$	330.00	\$	165.00
<b>Steering Committee Management Total</b>			94.1			\$	43,565.00
<b>Grand Total</b>			594.65			\$	189,563.00

**EXHIBIT E**

**THE CLARO GROUP, LLC**  
**Douglas H. Deems**  
**777 S. Figueroa Street, Suite 4050**  
**Los Angeles, CA 90017**  
**(213) 784-0190 (Telephone)**  
**(213) 452-6556 (Facsimile)**

*Environmental Management Consultants to the Debtor*

**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

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	:	
<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	<b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.</b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**CERTIFICATION OF DOUGLAS H. DEEMS**

I, Douglas H. Deems certify as follows:

1. I am a Managing Director of The Claro Group, LLC ("Claro"). I submit this certification with respect to the first interim application (the "Fee Application") of Claro, environmental management consultants to Motors Liquidation Company (f/k/a General Motors Corporation) ("GM") and its affiliated debtors, as debtors in possession (collectively, the "Debtors"), for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period June 1, 2009 through September 30, 2009.

2. I make this certification in accordance with General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of New York on April 19, 1995 (the “Local Guidelines”). In connection therewith, I hereby certify that:

- a. I have read the Fee Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are charged in accordance with practices customarily employed by Claro and generally accepted by Claro’s clients; and
- d. in providing a reimbursable service and other than in connection with two independent contractors who have charged time on this matter,<sup>1</sup> Claro does not make a profit on that service, whether the service is performed by Claro in-house or through a third party.

3. As required by Section B. 2 of the Local Guidelines, I certify that all of Claro’s Monthly Statements were sent to (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors’ Committee; and (iv) Office of the United States Trustee for the Southern District of New York.

4. As required by Section B. 3 of the Local Guidelines, I certify that (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors’ Committee; and (iv) Office of the United States Trustee for the Southern District of New York will each be provided with a copy

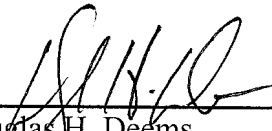
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<sup>1</sup> In connection with a portion of the services described in this Fee Application and consistent with Claro’s standard practices, Claro is charging a mark up on two independent contractors who have charged time on this engagement (only one of whom has a material, ongoing role).

of this Fee Application by counsel for the Debtors at least ten (10) days in advance of the hearing to consider the Fee Application.

5. I certify the foregoing to be true and correct.

Dated: Los Angeles, California  
November 19, 2009

  
\_\_\_\_\_  
Douglas H. Deems  
Managing Director  
The Claro Group, LLC